

F010000000295



Cookson America Inc.

PROVIDENCIA ORTIZ
LEGAL ADMINISTRATOR

December 14, 2000

Florida Secretary of State
Corporation's Division
409 East Gaines Street
Tallahassee, FA 32399

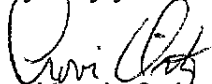
RE: Premier Services Corporation

Dear Sir/Madam:

Enclosed please find an Application By foreign Corporation to Transact Business
Florida along with a check in the amount of \$70.00 for the filing fee.

Thank you for your consideration in this matter.

Very truly yours,


Providencia Ortiz

PO/hs/ENC.

FILED
00 JAN 18 PM 8:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

December 26, 2000

COOKSON AMERICA, INC.
ONE COOKSON PLACE
PROVIDENCE, RI 02903

SUBJECT: PREMIER SERVICES CORPORATION
Ref. Number: W00000030028

We have received your document for PREMIER SERVICES CORPORATION and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6097.

Michael Mays
Document Specialist

Letter Number: 100A00064305

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RESOLUTION OF BOARD OF DIRECTORS
(Please print or type)

I, the undersigned PROVIDENCIA ORTIZ, do hereby certify
(Name)

that this Resolution of the Board of Directors of PREMIER SERVICES CORPORATION

(Corporate Name)

a corporation duly organized and existing under the laws of the State of DELAWARE,

was duly adopted on JANUARY 10, 2001.

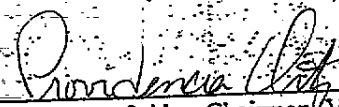
Be it resolved, that PREMIER SERVICES CORPORATION
(Corporate Name)

organized and existing in the State of FLORIDA, hereby adopts the name

PREMIER REFRACTORIES SERVICES CORPORATION

for use in Florida

Dated: 1/10/01



Signature of either Chairman, Vice Chairman or any officer

PROVIDENCIA ORTIZ, ASSISTANT SECRETARY
Type or print Name

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. Premier Services Corporation
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Delaware 3. 23-2581466
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. May 30, 1989 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon filing of this application
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 27 Noblestown Road, Carnegie, PA 15106-1632

(Current mailing address)

8. The manufacture and distribution of refractory, mineral and insulation products.
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. **Name and street address of Florida registered agent:** (P.O. Box or Mail Drop Box **NOT** acceptable)
- Name: C T Corporation System
- Office Address: 1200 South Pine Island Road
Plantation, Florida, 33324
(Zip code)

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TALLAHASSEE, FLORIDA

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

C T Corporation System



(Registered agent's signature)

PATRICIA A. CANARIO,
DEPUTY ASSISTANT SECRETARY

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: Stephen L. Howard

Address: The Adelphi, 1-11 John Adam Street

London WC2N 6HJ

Vice Chairman: _____

Address: _____

Director: Jean-Pierre Malherbe

Address: Mechelsesteenweg, 455 B1

B-1950 Kraainem, Belgium

Director: John W. Ehlman

Address: 1404 Newton Drive

Champaign, IL 61824-4014

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: Kim Rheingrover

Address: 1404 Newton Drive

Champaign, IL 61824-4014

Vice President: Mark A. Dingley

Address: 225 Foxborough Boulevard

Foxboro, MA

Secretary: Donald Satina

Address: 27 Noblestown Road

Carnegie, PA

Treasurer: John W. Ehlman

Address: 1404 Newton Drive

Champaign, IL 61824-4014

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. _____

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. _____

(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PREMIER SERVICES CORPORATION" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SEVENTH DAY OF NOVEMBER, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

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00 JAN 18 PM 8:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA




Edward J. Freel, Secretary of State

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AUTHENTICATION: 0811476

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DATE: 11-27-00